

ARTICLES OF INCORPORATION

BEAVER CREEK COMMUNITY DEVELOPMENT CORPORATION

An Arizona Non-Profit Corporation Pursuant to A.R.S. ss10-3202

ARTICLE 1- NAME: The name of the corporation is Beaver Creek Community Development Corporation.

ARTICLE 2- CHARACTER OF AFFAIRS: The Corporation is organized to develop and manage community economic development projects and services for the sustainability of the Beaver Creek communities of Arizona.

ARTICLE 3- BOARD OF DIRECTORS: The initial board of directors shall consist of 3 directors. The names and addresses of the persons who are to serve as the directors until the first meeting of the board of directors, or until their successor are elected and qualifies are:

Kala Pearson – 1062 E. Reay Rd – P.O. Box 250 – Rimrock, Arizona 86335

Janet Aniol - 3219 E Pony Express Pass – P.O. Box 1155 – Rimrock, Arizona 86335

Walter Miller - 285 Pheasant Run Circle, Camp Verde, Arizona 86322

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE 4- KNOWN PLACE OF BUSINESS: The known place of business of the corporation shall be P.O. Box 250, Rimrock, Arizona 86335 using the physical address of 1062 E. Reay Rd., Rimrock, Arizona 86335.

ARTICLE 5 – STATUTORY AGENT: The name and address of the statutory agent of the Corporation is:

Kala Pearson – P.O. Box 250, 1062 East Reay Rd., Rimrock, Arizona 86335-250

ARTICLE 6 – INCORPORATORS: The name and address of the incorporator is:

Kala Pearson – P.O. Box 250, 1062 East Reay Rd., Rimrock, Arizona 86335-250

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE 7 – MEMBERS: The corporation will have members as defined in the Bylaws.

ARTICLE 8 – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS: The Corporation shall indemnify any person who incurs expenses of liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent or another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE 9 – LIMITATION OF LIABILITY: To the fullest extent permitted by Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of Corporation shall not be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

Executed this 22 day of April, 2010 by all the incorporators.

Signed: _____

Print Name: Kala Pearson

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 22 day of April, 2010.

Signed _____

Print Name: Kala Pearson

BEAVER CREEK COMMUNITY DEVELOPMENT CORPORATION

BY-LAWS – AS ADOPTED April 15, 2010

PREAMBLE The BEAVER CREEK COMMUNITY DEVELOPMENT CORPORATION, a non-profit corporation under the laws of the State of Arizona, is organized to develop and manage community economic development projects and businesses for the sustainability of the Beaver Creek communities of Arizona and for other matters as provided in these By-Laws of the Corporation.

ARTICLE I LOCATION

The principal office of the corporation, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the Beaver Creek area of Yavapai County in the State of Arizona, as may be fixed from time to time by the Board of Directors.

ARTICLE II STRUCTURE

A Board of Directors shall manage the affairs of the corporation. A President, Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors, who shall have such authority and perform such duties as provided by these Bylaws and resolutions of the Board of Directors. The Directors may also establish Development Projects and Activities Membership, committees and appoint committee members. A representative of an established Project or Activity Membership shall serve as a Director on the Board.

ARTICLE III LIABILITY LIMITATIONS

The directors, officers and members of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. To the fullest extent permitted by Arizona law and in accordance with and within the limits of Section 10-2342 of the Arizona Revised Statutes, no director or person who serves on a board or committee of the Corporation in a voluntary capacity shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director or as a member of a board or committee in an advisory capacity. To the fullest extent permitted by Arizona law and in accordance with Section 10-2317(D) of the Arizona Revised Statutes, any director or person who serves on a board or committee of the Corporation in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any action or omission resulting in damage or injury if the person was acting in good faith and in furtherance of the purpose or purposes for which the Corporation is organized, unless the damage or injury was caused by willful and wanton or grossly negligent conduct of the person. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IV MEMBERSHIP

The Board of Directors may, from time to time, establish Memberships for its

individual Development Projects and Activities. Membership in the Corporation's Projects and Activities is voluntary and is for the purpose of supporting the development Project and/or Activity. A Member in good standing of any Development Project and/or Activity shall be elected or appointed to represent its Members on the Corporation's Board of Directors. Other than its Members, the corporation shall have no shareholders and no capital stock shall be authorized or issued.

1. **Qualifications** – The Members of the Corporation's Projects and Activities shall be any owners and supporters of real property and socio-economic advancement, whether an individual, business entity or trust, located in the Beaver Creek areas of Lake Montezuma, Rimrock and McGuireville, Arizona.
2. **Definitions** - The term as used in these By-Laws shall have the meaning stated: "Owner" shall be the taxable property interest holder of record as evidenced by a deed or contract of sale, and shall include both improved and unimproved land. "Supporter" shall be any individual, multiple persons, business entity, organization or unit of government with interest in the common good, social and economic sustainability of the Beaver Creek area communities of Rimrock, Lake Montezuma and McGuireville, Arizona.
3. **Voting Rights** - The Corporation shall determine the Class and Levels of the Voting Membership for each of its Projects or Activities. Each Class or Level shall be entitled to one (1) vote for each member of record.
4. **Dues** – In the first year, the Board of Directors may set the dues for newly established Member Projects and Activities. Thereafter, annual membership dues shall be paid by June of each year or as set forth by a vote of the Board of Directors. Dues shall be reviewed annually by the Board of Directors and changes approved by a vote of the membership at the annual meeting. Membership dues shall be nonrefundable and nontransferable by the Corporation.
5. **Regular Meetings** – Regular meetings of any Project or Activity Membership will be held not less than on a bi-annual basis in January and July of each year and at a place determined by the Board of Directors.
 - a. **Purpose** – The Board of Directors will plan and conduct the meetings to provide a forum for discussion on financial positions, organized community improvement projects and activities, and disseminate information on Member matters of concern.
6. **Meeting Notice** – Notices of bi-annual meetings will be publicized through email and U.S. Postal mail to its Membership.
7. **Annual Meeting** – The regular Membership meeting of any Project or Activity Membership held in July shall be known as the annual meeting and shall be for the purpose of electing its representative to the Board of Directors and receiving reports of officers and committees. A financial accounting for the previous year shall be distributed to the members at each annual meeting prior to voting for its represented Director.
 - a. **Meeting Notice** - The Secretary shall deliver or mail to each member, at the address in available membership records, a notice of the meeting place, date,

time, and purpose, not less than ten nor more than thirty days before the meeting date.

b. Quorum - Members present comprising twenty percent or more of the total membership shall constitute a quorum at the properly noticed annual meeting.

c. Voting – Each Member shall have one vote per paid membership for its represented Director being elected to serve on the Corporation’s Board of Directors and on any issue the membership votes upon. A Member may vote in person or by written proxy.

9. Special Meetings - Special meetings of members shall be held as called by the Board of Directors, President, or by one third of the members.

ARTICLE V BOARD OF DIRECTORS

1. Number and Qualification - The business, property and affairs of the Corporation shall be managed, controlled and conducted by a Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than nine (9) members. The initial Board shall consist of three (3) members. The number of Directors may be altered from time to time by resolution of a majority vote of the Board of Directors, but only within the limits prescribed by the Articles. In the event of any increase in the number of Directors in advance of the annual meeting, each additional Director shall be elected by the then members of the Board of Directors and shall hold office until his successor is elected and shall qualify.

2. Compensation - No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by him or her for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken. Directors and officers, however, may be reimbursed for any actual expenses incurred in connection with their duties as such officers or directors.

3. Election & Term - Directors shall be elected at the annual meeting of the Board. Any director who is absent from three successive meetings of the Board of Directors may be removed by majority vote of the Board of Directors.

4. Vacancies - Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining directors. Any director so chosen shall hold office until the next election of directors when a successor is elected.

5. Meetings - The Board of Directors shall hold its annual meeting in January of each year to elect officers and handle other organizational matters. The Board of Directors may designate regular meeting times for board meetings, which shall not require notice. Special meetings of the Board of Directors may be called by the President or by written request of three or more directors.

a. Action Without Meeting - The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

6. Quorum - A majority of the directors shall constitute a quorum at a meeting of

the Board of Directors.

7. Voting - Each director shall have one vote on all decisions voted upon by the Board of Directors.

ARTICLE VI OFFICERS

1. Election & Term – The principle officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Directors may appoint an Assistant Secretary and an Assistant Treasurer, and such other officers as in the judgment may be necessary. Any person holding the office of President must be a Director. Any one person may hold two or more offices at the same time, except that no one person shall simultaneously hold the offices of President and Secretary.

2. Election of Officers - The officers of the Corporation shall be elected from time to time by the Board of Directors.

a. President – The president shall preside at meetings of the Board; shall function as the chief executive officer of the corporation; and shall perform such other duties as are incident to the office of the president, as properly required or restricted by the Board of Directors.

b. Vice-President – The vice-president shall perform the duties of president upon the president's death, absence, resignation or inability to perform the duties of the office of president.

c. Secretary – The secretary shall be responsible for giving meeting notices, maintaining minutes, and performing such other duties as are incident to the office of secretary, as properly required or restricted by the Board of Directors. The secretary shall sign and affix the corporate seal to corporate legal documents unless otherwise directed by the Board of Directors, and shall be the custodian of the corporate books and records required by Arizona Revised Statutes.

d. Treasurer - The treasurer shall have responsibility for the Corporation's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He or she shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors.

3. Removal of Officers - Upon affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his or her successor elected.

4. Resignation of Officers – Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. Vacancies – A vacancy in any office may be filled by vote of majority of the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

ARTICLE VII COMMITTEES

The Board of Directors shall appoint a Committee from time to time as needed for special projects or reporting made up of at least one member.

- 1. Finance** – The Board of Directors shall appoint a Finance Committee of not less than two members, including the Treasurer. This Committee shall develop a budget, review assessments and assist in raising funds to carry out the purposes of the corporation. A report of the Association's books and records will be presented at the annual meeting of members. The Board of Director may also employ an accounting professional to check the accounting system and audit the books and records, with any audit report to be presented to its membership.
- 2. Other** -- The Board may from time to time establish and appoint members to such other committees as will in the judgment of the Board of Directors be helpful in carrying out the purposes and activities of the corporation.

ARTICLE VIII BOOKS & RECORDS

The directors and officers shall comply with Arizona Revised Statutes, which requires that each nonprofit corporation keep correct and complete books and records of account, minutes of the proceedings of its members and Board of Directors, and a record of the names and addresses of its members entitled to vote. The Board, at all times, shall keep, or cause to be kept by the Treasurer, true and correct records of accounts in accordance with generally accepted accounting principles, and shall have available for the inspection of all Members at reasonable time, such books which shall specify in reasonable detail all expenses incurred and funds accumulated from assessments, pledges or otherwise. Each member entitled to vote is entitled to inspect and copy books and records as provided by Arizona Revised Statutes.

ARTICLE IX MISCELLANEOUS.

- 1. Fiscal Year** – For accounting and report purposes, the corporation's fiscal year shall be the calendar year.
- 2. Expenditure/Debt Limitation** – No officer, director, committee member, or member shall obtain goods or services or incur any indebtedness in behalf of the corporation without express authorization by vote of the Board of Directors.
- 3. Expense Reimbursement** – Directors, officers, committee members or members of the corporation may be reimbursed for actual expenses incurred in behalf of the corporation and may be paid for goods or services only as authorized by the Board of Directors.
- 4. Legal Counsel** – The hiring of any attorney or law firm, for any purpose shall required advance approval of the Board of Directors.
- 5. Indemnification** – The Corporation shall indemnify any person who incurs

expenses or liabilities by reason of the fact he or she is or was an officer, director, member, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, member, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE X AMENDMENT

The power to alter, amend or repeal the Bylaws of this corporation or adopt new bylaws is vested in the Board of Directors of this Corporation.